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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



THOMSON FINANCIAL

SEC USE ONLY Prefix Serial DATE RECEIVED

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (□ check if this is an amendment and name has changed, and indicate change.)
Mister Money Loan Services, Inc., \$1,990,000 of Variable Rate/Secured Promissory Notes
Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE apply):
Type of Filing: [X] New Filing [] Amendment
A. BASIC IDENTIFICATION DATA
Enter the information requested about the issuer
Name of Issuer (□ check if this is an amendment and name has changed, and indiciate change.)
Mister Money Loan Services, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 238 Walnut Street, Fort Collins, Colorado 80524 (970) 493-0574 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) **Brief Description of Business** Mister Money Loan Services, Inc., provides loan funds to Mister Money Holdings, Inc., and its affiliates and franchisees of Mister Money - USA, Inc., to be used to finance pawn and payday loans, and to provide operating funds to Mister Money Holdings, Inc. and its affiliates. Type of Business Organization [X] corporation [] limited partnership, already formed [] other (please specify): [] business trust [] limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: [5] [1996] [X] Actual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [CO] **GENERAL INSTRUCTIONS**

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X]	Prom	oter [] Beneficia Owner		Executi Officer	ve [X][Director []	General and/or Managing Partner
Full Name (La	ast nar	ne first	, if indi	vidual)	Mark 40 A SERVICE SHAKE SHOWING THE SERVICE	MODEL SELECTION OF THE SECTION OF TRANSPORTER	man Cana, risantimoseciai kulkaculain urtuurin virtuolussa.	HE OF PLOOTER'S MICHIGAN CONTRACT CONTRACT CONTRACT CONTRACT CONTRACT CONTRACT CONTRACT CONTRACT CONTRACT CONT	erspeller Hiller (vir det alle fleshe de anna an earle de anna de anna commente e anno e agrico y a president a
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77 Castle	e Mo	unta	in D	rive, I	iverm	ore, C	olorado	80536	
Check Box(es that Apply:	(a) (] Prom	noter [] Beneficia Owner	X] I] Executiv Officer	/e [X][Director []	General and/or Managing Partner
Full Name (La	ast na	me firs	t, if indi	vidual)	ns state waterfall specifies suppressional extension		natterplate the state of the st	en man bron e dell'insulagella (la collection)	haust der der Gertausstate Gertauss der versche Gegenstäte beziehet. Die felst der bestehnte der des versche d
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4530 Eag	le I	ake	Driv	e, Fort	: Coll	ins, C	Colorado	80524	

Check [X] Box(es) that Apply:	Promoter] Beneficial Owner	[X] Exécutive Officer	[X] Director [] General and/or Managing Partner
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730 E. County	y Road 66E	, Fort Col	lins, Colora	do 80524	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	ne first, if individ	lual)	and the second s		er samman sambun i sepan-karakanan sama sambas sambas sambas sambas sambas sambas sambas sambas samb
Sawyer, Kath	ryn C.				
Business or Resider	nce Address (N	umber and Stree	et, City, State, Zip Co	de)	
279 West Quan	ndry Court	., Livermon	ce, Colorado	80536	
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nar	ne first, if individ	lual)	eks 55 de fil resuggia porto peró indirecto des cinos debecadas, co a vivas debe anticidos a alam des entre una	anderen westerne werde de d	оби выменяющим поменения на применения на применения на применения на применения на применения на применения н Применения на применения н
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Business or Resider	nce Address (N	umber and Stree	et, City, State, Zip Co	uc,	
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B. INFORMATION ABOUT OFFERING	down control and medical confirming	nominament commen						
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this	Yes [X]	No						
offering? Answer also in Appendix, Column 2, if filing under ULOE.								
2. What is the minimum investment that will be accepted from any individual?	\$ <u>25,</u> Yes	<u>000</u> No						
3. Does the offering permit joint ownership of a single unit?								
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	[X]	[]						
Full Name (Last name first, if individual) Potentially; Unknown at this time	PROPERTY AND AND ARCHITECTURE	THE STATE OF THE S						
Business or Residence Address (Number and Street, City, State, Zip Code)	Jan Tandar et the department of the States Annual	Rick soft despote enactments						
Name of Associated Broker or Dealer	Miragendra new a nandranana kepingan	and many frameworks to death						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	patricular del remipione	TOTAL MEDICAL PROPERTY						
(Check "All States" or check individual States)								
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Full Name (Last name first, if individual)	ent men statement to de ent) ************************************						
Potentially others; Unknown at this time								
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	wan dan had	er (1887) (1974) - (1886) (1886)						
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)	e kontroller belär belär bekende som "	 suprance strongs						

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

, <u>, , , , , , , , , , , , , , , , , , </u>	LITOLO AND	OOL OF TROCK	-03
1. Enter the aggregate offering price of securities included and the total amount already sold. Enter "0" if answer is "not lift the transaction is an exchange offering, check this box " at the columns below the amounts of the securities offered for and already exchanged.	one" or "zero." and indicate in		and a share with a share with a share of the share and a share of the sha
Type of Security Debt Equity [] Common [] Preferred [] Membership In Convertible Securities (including warrants) Partnership Interests Other (Specify Total Answer also in Appendix, Column 3, if filing under	nterests).	Aggregate Offering Price \$1,990,000 \$-0- \$-0- \$-0- \$-0- \$-0- \$-1,990,000	Amount Already Sold \$ -0- \$ -0- \$ -0- \$ -0- \$ -0- \$ -0- \$ -0- \$ -0-
2. Enter the number of accredited and non-accredited invehave purchased securities in this offering and the aggregation amounts of their purchases. For offerings under Rule 504, number of persons who have purchased securities and the dollar amount of their purchases on the total lines. Enter "0 "none" or "zero."	te dollar indicate the aggregate		
Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under		Number Investors -000-	Aggregate Dollar Amount of Purchases \$ -0- \$ -0- \$ -0-
3. If this filing is for an offering under Rule 504 or 505, entre information requested for all securities sold by the issuer, offerings of the types indicated, the twelve (12) months prisale of securities in this offering. Classify securities by type C-Question 1.	o date, in pr to the first		
Type of offering Rule 505 Regulation A Rule 504 Total		Type of Security	Dollar Amount Sold \$ \$ \$ \$ \$

4. a. Furnish a statement of all expenses in connection with the issuarce and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be

given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the		
estimate.		
Transfer Agent's Fees		
Printing and Engraving Costs		1,000
Legal Fees	· · · · · · · · · · · · · · · · · · ·	5,000
Accounting Fees		
Engineering Fees		0
Sales Commissions (specify finders' fees separately)		2 152
Total	[X] \$ <u>16</u>	
	[X] \$ <u>16</u>	9,150
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Questio 4.a. This difference is the "adjusted gross proceeds to the issuer."		,820,850
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	·	
\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	Payments to)
	Officers,	
<u>{</u>	Directors, &	Payments To
	Affiliates	Others
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Calaries and rees	·	
Purchase of real estate	\$ -0-	□\$ -0-
Purchase, rental or leasing and installation of machinery		
and equipment	\$0_	. 🗆 💲 🗕 – 0 –
and equipment		
Construction or leasing of plant buildings and facilities	\$	□\$ -0-
Acquisition of other husings are (including the value of		
Acquisition of other businesses (including the value of securities involved in this offering that may be used in		
exchange for the assets or securities of another issuer		
pursuant to a merger)	\$	\$
Repayment of indebtedness.		\$
Working capital	\$	Υ
Other (specify): Loan founds to franchisees of Mister Money 🛛	Υ	٧
- USA; Inc., Mister Money Financial	\$	⋈ \$ <u>1,820,85</u> 0
Services, Inc., and its affiliates.		- 41,020,030
Column Totals	\$	⋈ \$1,820,850
Total Payments Listed (ç ⁱ olumn totals added)		,820,850
	_	
D. FEDERAL SIGNATURE		A Philip Philate Copy of Children

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer

to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| Signature | Date | Da

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature
Mister Money Loan Services, Inc.	Telp67/lell 2/4/03
Name of Signer (Print or Type)	Title (Print or Type)
Ralph D. Will	CEO, President, and Director

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

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A SOURCE CONTRACTOR OF THE SOURCE CONTRACTOR O	2 3 Type of security and aggregate to non-accredited investors in State offered in state		and management of the control of the		Type of	investor and		unde (if exp	5 qualification r State ULOE yes, attach planation of	
	(Part B-l		offered in state (Part C-Item 1)	amount purchased in State (Part C-Item 2)					waiver granted) (Part E-Item 1)	
				Num	ber of		Number of		1 (1 0	(C-item)
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Other states expected but unknown at present.